

Patrick R. Leverty
LEVITY & ASSOCIATES LAW CHTD.
Reno Gould House
832 Willow Street
Reno, NV 89502
Telephone: (775) 322-6636
Facsimile: (775) 322-3953
Email: pat@levertylaw.com

[Additional counsel on signature block]

Counsel for Plaintiffs

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

ANDREA CICERI, derivatively on behalf of
CLEANSPARK, INC.,

Plaintiff,

vs.

ZACHARY K. BRADFORD, LORI L. LOVE,
S. MATTHEW SCHULTZ, ROGER P.
BEYNON, LARRY MCNEILL, and THOMAS
L. WOOD,

Defendants,

and

CLEANSPARK, INC.,

Nominal Defendant.

Case No.: 2:21-cv-01004-GMN-BNW

**JOINT STIPULATION [AND PROPOSED
ORDER] CONSOLIDATING RELATED
ACTIONS AND APPOINTING CO-LEAD
COUNSEL**

MARK PERNA, derivatively on behalf of
CLEANSPARK, INC.,

Plaintiff,

vs.

ZACHARY K. BRADFORD, LORI L. LOVE,
S. MATTHEW SCHULTZ, ROGER P.
BEYNON, LARRY MCNEILL, and THOMAS
L. WOOD,

Case No.: 2:21-cv-01181-GMN-BNW

Defendants,
and
CLEANSPARK, INC.,
Nominal Defendant.

WHEREAS, on May 26, 2021, Plaintiff Andrea Ciceri filed a shareholder derivative action on behalf of Nominal Defendant CleanSpark, Inc. (“CleanSpark” or the “Company”) in this Court alleging breaches of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and for contribution under Sections 10(b) and 21D of the Securities Exchange Act of 1934 (the “Exchange Act”), against Defendants Zachary K. Bradford, Lori L. Love, S. Matthew Schultz, Roger P. Beynon, Larry McNeill, and Thomas L. Wood (the “Individual Defendants,” together with CleanSpark, the “Defendants”), captioned *Ciceri v. Bradford, et al.*, Case No. 2:21-cv-01004-GMN-BNW (the “*Ciceri* Action”);

WHEREAS, on June 22, 2021, Plaintiff Mark Perna (together with Plaintiff Andrea Ciceri, “Plaintiffs;” Plaintiffs and Defendants together, the “Parties”) filed a shareholder derivative action on behalf of Nominal Defendant CleanSpark in this Court alleging breaches of fiduciary duties and for contribution under Sections 10(b) and 21D of the Exchange Act, against the Individual Defendants, captioned *Perna v. Bradford, et al.*, Case No. 2:21-cv-01181-GMN-BNW (the “*Perna* Action”);

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Parties agree that the *Ciceri* Action and the *Perna* Action (together the “Related Derivative Actions”) challenge the same alleged conduct by the same Company directors

and officers and involve substantially the same questions of law and fact;

WHEREAS, the Parties therefore respectfully submit that consolidation of the Related Derivative Actions is appropriate;

WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the Court's and the Parties' resources, the Parties agree that the Related Derivative Actions should be consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, Plaintiffs agree that The Brown Law Firm, P.C. and The Rosen Law Firm, P.A., the resumes of which are attached hereto as Exhibit A and Exhibit B, respectively, shall be designated as Co-Lead Counsel representing Plaintiffs in the consolidated action;

WHEREAS, without waiving any rights, arguments, or defenses, Defendants agree the Related Derivative Actions should be consolidated and take no position regarding appointment of Co-Lead Counsel; and

WHEREAS, this stipulation is not a waiver of any of the Parties' rights, remedies, claims or defenses.

WHEREFORE, the Parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an order as follows:

1. Defendants, to the extent they have not already been served, hereby accept service of the complaints filed in the Related Derivative Actions.

2. The following actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No. 2:21-cv-01004-GMN-BNW (the "Consolidated Action"):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Ciceri v. Bradford, et al.</i>	2:21-cv-01004-GMN-BNW	May 26, 2021
<i>Perna v. Bradford, et al.</i>	2:21-cv-01181-GMN-BNW	June 22, 2021

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

IN RE CLEANS PARK, INC. DERIVATIVE
LITIGATION

Lead Case No. 2:21-cv-01004-GMN-BNW

This Document Relates to:

ALL ACTIONS

4. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case 2:21-cv-01004-GMN-BNW.

5. Co-Lead Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

THE BROWN LAW FIRM, P.C.

Timothy Brown
767 Third Avenue, Suite 2501
New York, NY 10017
Telephone: (516) 922-5427
Facsimile: (516) 344-6204
Email: tbrown@thebrownlawfirm.net

THE ROSEN LAW FIRM, P.A.

Phillip Kim
275 Madison Avenue, 40th Floor
New York, NY 10016
Telephone: (212) 686-1060
Facsimile: (212) 202-3827
Email: pkim@rosenlegal.com

6. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

1 7. Co-Lead Counsel will be responsible for coordinating all activities and appearances
2 on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will
3 be initiated or filed by any plaintiffs except through Co-Lead Counsel.

4 8. Leverty & Associates Law Chtd. shall be appointed Liaison Counsel in the
5 Consolidated Action.

6 9. Liaison Counsel shall be available and responsible for communications to and from
7 this Court, including distributing orders and other directions from the Court to counsel.

8 10. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or
9 other duly authorized representatives of Co-Lead Counsel, and such agreements shall be binding on
10 all plaintiffs in the Consolidated Action.

11 11. This Order shall apply to each related shareholder derivative action involving the
12 same or substantially the same allegations, claims, and defendants, and arising out of the same, or
13 substantially the same, transactions or events as the Consolidated Action, that is subsequently filed
14 in, removed to, reassigned to, or transferred to this Court ("Potential Subsequent Related Derivative
15 Action"). When a shareholder derivative action that properly belongs as part of *In re CleanSpark,*
16 *Inc. Derivative Litigation*, Lead Case No. 2:21-cv-01004-GMN-BNW, is hereafter filed in this Court,
17 removed to this Court, reassigned to this Court, or transferred to this Court from another court, this
18 Court requests the assistance of counsel in calling to the attention of the Clerk of the Court the filing,
19 removal, reassignment, or transfer of any case that might properly be consolidated as part of *In re*
20 *CleanSpark, Inc. Derivative Litigation*, Lead Case No. 2:21-cv-01004-GMN-BNW, and counsel are
21 to assist in assuring that counsel in subsequent actions receive notice of this order. Unless otherwise
22 ordered, the terms of all orders, rulings, and decisions in the Consolidated Action shall apply to
23 Potential Subsequent Related Derivative Actions filed in this Court, removed to this Court,
24 reassigned to this Court, or transferred to this Court from another court.

12. All papers and documents previously filed and/or served in the Related Derivative Actions shall be deemed a part of the record in the Consolidated Action.

13. The complaint filed in the *Ciceri* Action shall be deemed the operative complaint in the Consolidated Action (“Complaint”).

14. The Parties to the Consolidated Action shall file a proposed schedule within 60 days of the date the Court enters this Order, and Defendants need not respond to the Complaint until the date set forth in the Court’s ruling on the proposed schedule.

15. This stipulation is without waiver or prejudice to any and all claims, defenses, arguments, motions, or any requests for other relief that would otherwise be available to the Parties in the Related Derivative Actions. By entering into this stipulation, each of the Parties preserves all objections and challenges of any kind, including jurisdictional.

IT IS SO STIPULATED.

Respectfully Submitted By:

DATED: June 25, 2021

/s/ Patrick R. Leverty
Patrick R. Leverty
LEVITY & ASSOCIATES LAW CHTD.
Reno Gould House
832 Willow Street
Reno, NV 89502
Telephone: (775) 322-6636
Facsimile: (775) 322-3953
Email: pat@levertylaw.com

Counsel for Plaintiffs and [Proposed] Liaison Counsel

THE BROWN LAW FIRM, P.C.
Timothy Brown
767 Third Avenue, Suite 2501
New York, NY 10017
Telephone: (516) 922-5427
Facsimile: (516) 344-6204
Email: tbrown@thebrownlawfirm.net

Counsel for Plaintiff Andrea Ciceri and

[Proposed] Co-Lead Counsel for Plaintiffs

THE ROSEN LAW FIRM, P.A.

Phillip Kim
275 Madison Avenue, 40th Floor
New York, NY 10016
Telephone: (212) 686-1060
Facsimile: (212) 202-3827
Email: pkim@rosenlegal.com

*Counsel for Plaintiffs and [Proposed] Co-Lead
Counsel for Plaintiffs*

DATED: June 25, 2021

WILK AUSLANDER LLP

/s/ Aari Itzkowitz

Aari Itzkowitz
825 Eighth Avenue
Suite 2900
New York, NY 1019
Telephone: (212) 981-2300
Facsimile: (212) 752-6380
Email: aitzkowitz@wilkauslander.com

Counsel for Defendants

IT IS SO ORDERED.

Dated this 29 day of June, 2021.



Gloria M. Navarro, District Judge
UNITED STATES DISTRICT COURT